

**Van Buren County Brownfield Redevelopment Authority
Regular Meeting Minutes
December 13, 2017**

Board of Commissioners Room, 2nd Floor Administration & Land Services Building

1. Call to Order and Determination of Quorum

At 3:30 pm, by Chairperson Lisa Phillips, with attendees/absentees/quorum status as follows:

Board Members Present (7): Lisa Phillips, Cynthia Compton, Jan Petersen, Zach Morris, Kate Hosier, Jeff Mills, Gail Patterson-Gladney;

Board Members Absent and Excused (2): Sarah Moyer-Cale, Ed VanderVries.

A quorum is present.

Others present: Secretary/Treasurer Wayne Nelson (appointed during meeting), Environmental Consultant Erik Peterson, and Cynthia Schultz, an applicant for project assistance.

There being a vacancy in the office of Secretary, the Chair asked Wayne Nelson to take minutes for the meeting; he accepted.

2. Approval of Agenda

Motion by Peterson, supported by Hosier, to approve the Chairperson's prepared agenda. Approved by a 7-0 vote.

3. Approval of Minutes of Regular Meeting held November 8, 2017

Motion by Compton, supported by Mills, to approve the minutes of the Regular Meeting held November 8, 2017, as presented. Approved by a 7-0 vote.

4. Public Comment

There was no public comment.

5. Correspondence

There was no received correspondence.

6. Treasurer's Report

There was no report available.

7. Invoice Approval—Enrivologic Technologies Inc.

Motion by Morris, supported by Hosier, to approve for payment six submitted invoices from Envirollogic Technologies Inc, totaling \$8,298.50. Approved by a 7-0 vote

8. Invoice Approval—Lakeshore Environmental Inc.

The Board discussed the demolition bids on the Midwest V LLC (Paw Paw Laundry) project and noted that QMC was selected although they were the middle bidder over EMS, the low bidder. The work plan outlines the rationale, which can be summarized as follows:

QMC is the only West Michigan based (located in Muskegon, Michigan) business. EMS is located in Ohio and ISI is located in Ann Arbor, Michigan.

QMC has familiarity and a trusted relationship with LEI and the developer, all of which have worked

together on vapor barriers in the past. Installing vapor barriers in late fall/winter can be challenging (variable weather) and due to the tight developer timeline, LEI and the developer need a contractor they can trust and know will be flexible if needed.

QMCs bid was within the approved cost in the Combined Act 381 Brownfield Work Plan.

Motion by Mills, supported by Patterson-Gladney, to approve for payment invoice #13721 from Lakeshore Environmental Inc., in the amount of \$35,801.72, regarding the Midwest V LLC (Paw Paw Laundry) project DEQ Loan, and hereby determine that the award of the demolition contract to QMC and not to the lowest bidder is proper and in the best interests of the project, and further conditioned on attorney approval of the pending Reimbursement Agreement for the project. Approved by a 7-0 vote.

9. Agenda Amendment

Motion by Compton, supported by Petersen, to amend the agenda to add additional requests for the Paw Paw Brewery project under Agenda Item VI, d. Approved by a 7-0 vote.

10. Various requests for Paw Paw Brewery Project

- a. Declaring a financial conflict of interest because of being a consultant and service provider on this project, Chairperson Phillips recused herself from Board Member participation in this item. Vice-Chair Petersen assumed the Chair.
- b. Phillips, acting in behalf of the project developer, detailed an issue where payments were made to Lutz Masonry in the amount of \$11,000, reported as such in a DEQ Quarterly Report, but which appear not to be adequately documented and \$1,300 of which were not actually completed. Phillips proposed adjustments to the project as indicated in the following three motions.
- c. Motion by Hosier, supported by Compton, to abandon the project costs paid by Lutz Masonry in the amount of \$11,000 for the purposes of the DEQ Loan (may be re-submitted for TI Reimbursement upon receipt of adequate documentation), and to require reimbursement of those costs from Black River Enterprises LLC, the project developer and owner. Approved by a 6-0 (Phillips not participating) vote.
- d. Motion by Hosier, supported by Morris, to substitute documented costs of Lounsberry Excavating Inc., and Phillips Environmental Consulting Services Inc. and approve revised DEQ Loan Disbursement Request #2 adjusted to \$37,850, which reflects the BRA's removal of \$11,000 of costs for Lutz Masonry, and further to reallocate project costs per the Phillips presentation among the BRA Loan, DEQ Loan, DEQ Grant, and non-reimbursable portions. Approved by a 6-0 (Phillips not participating) vote.
- e. Motion by Morris, supported by Patterson-Gladney, to distribute \$8,200 to Lounsberry Excavating Inc., according to BRA LBRF Loan Distribution #2. Approved by a 6-0 (Phillips not participating) vote.
- f. This item having been completed, Vice-Chair Petersen returns to the Chair to Phillips.

11. Bylaw Amendment

The Bylaws of the BRA Board were adopted in 2002. Chairperson Phillips, in consultation with others, has reviewed the Bylaws as prepared text that modifies Article III, Sections 1, 2 and 5, as attached to these minutes. Notice of the proposed amendments was given to all members with the Chairperson's agenda packet for the November 9, 2017, regular meeting.

Motion by Hosier, supported by Compton, to approve the proposed Bylaw amendments, to designate under that the Authority shall have a single Secretary/Treasurer office, and to select Wayne Nelson as the Secretary/Treasurer. Approved by a 7-0 vote.

12. EPA Grant Update—By Erik Peterson

- a. Erik presented a financial report showing the current grant status.
- b. The former Auto Specialties Manufacturing Co. site in Hartford Township remains a possibility for a plan and/or other assistance. Discussions continue.
- c. Erik introduced Cynthia Schultz of Morris Investments Group LLC, representing a likely project development at the former South Have Coil site at 05585 Blue Star Hwy in South Haven Township. They presented information on the project and submitted a Project Applicant Information form and a proposed Scope of Services/Work Order for Eligibility and Phase 1 ESA and, if applicable, BEA and DDCC services. Motion by Mills, supported by Compton, to the Scope of Services, contingent on receipt of an application fee and signed Development Agreement. Approved by a 7-0 vote.
- d. Outreach Program mailing was recently completed, and Erik presented update on Outreach activities.
- e. Phillips announced that an informal retreat for BRA Board Members will be held on Wednesday, January 24, 2018, at 4:00 p.m., commencing at the Paw Paw Brewery Brownfield Plan site on Gremps Street in Paw Paw.
- f. Gail Patterson-Gladney and Jan Petersen reported on their attendance at the recent National Brownfields Conference.

13. Member Leaves Early

Board Member Patterson-Gladney left the meeting at 4:57 p.m. A quorum remains.

14. Brownfield Plans Update

- a. Paw Paw Laundry Development--Agreement is going to the county's attorney for review.
- b. Red Arrow Highway site in Mattawan--Will be proceeding in early 2018.
- c. Paw Paw Pharmacy—Erik is gathering data for improved documentation of the project and its status.

15. Adjournment—By Chair at 5:00 p.m.

Note: Bylaws Amendment attached.

|Wayne Nelson

Wayne Nelson,
Brownfield Redevelopment Authority Secretary

Van Buren County Brownfield Redevelopment Authority Bylaws--as Changed by Amendment Adopted December 12, 2017

Article I--Name

The name of the Authority is the Van Buren County Brownfield Redevelopment Authority, of 219 E. Paw Paw Street, Paw Paw, Michigan 49079-1492.

Article II--Directors

Section 1--General Powers. The business and affairs of the Authority shall be managed by its Board, except as otherwise provided by statute or by these Bylaws.

Section 2--Board of Directors. The Board of Directors (hereinafter referred to as the "Board") of the Authority shall consist of not less than five (5) persons and not more than nine (9) persons.

Section 3--Terms, Replacement and Vacancies. Of the initial members appointed, an equal number, or as near as practicable, shall be appointed for one year, two years and three years. Thereafter, each member shall serve for a term of three years. Subsequent Directors shall be appointed in the same manner as original appointments at the expiration of each Director's term of office. A Director whose term of office has expired shall continue to hold office until his/her successor has been appointed with the advice and consent of the County Commission. A Director may be reappointed with the advice and consent of the County Commission to serve additional terms. If a vacancy is created by death or resignation, a successor shall be appointed with the advice and consent of the County Commission within thirty (30) days to hold office for the remainder of the term of office so vacated.

Section 4--Removal. A Director may be removed from office for inefficiency, neglect of duty, or misconduct or malfeasance, by a majority vote of the County Commission or the Board.

Section 5--Conflict of Interest. A Director who has a direct interest in any matter before the Authority shall disclose his/her interest prior to any discussion of that matter by the Authority, which disclosure shall become a part of the record of the Authority's official proceedings. The interested Director shall further refrain from participation in the Authority's action relating to the matter. Each Director, upon taking office and annually thereafter, shall acknowledge in writing that they have read and agree to abide by this section.

Section 6--Meetings. Meetings of Board may be called by or at the request of the Chairperson of the Board or any two Directors. The meetings of the Board shall be public, and the appropriate notice of such meeting shall be provided to the public. The Board shall hold an

annual meeting in the second calendar quarter of each year at which time officers of the Board shall be elected as provided in Article III, Section 2.

Section 7--Notice. Notice of any meetings shall be given in accordance with the Open Meetings Act (Act No. 267 of the Public Acts of 1976).

Section 8--Quorum. A majority of the members of the Directors then in office constitutes a quorum for the transaction of business at any meeting of the Board, provided, that a majority of the Board present may adjourn the meeting from time to time without further notice. The vote of the majority of the Directors present at a meeting at which a quorum is present constitutes the action of the Board, unless the vote of a larger number is required by statute or by these Bylaws. Amendment of the Bylaws by the Board requires the vote of not less than a majority of the members of the Board then in office.

Section 9--Participation by Communication Equipment. A member of the Board or of a committee designated by the Board may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this provision constitutes presence at the meeting.

Section 10--Committees. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committed to consist of one or more of the Directors of the Authority. The Board may designate one or more Directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve at the pleasure of the Board. A committee so designated by the Board, to the extent provided in the resolution by the Board, may exercise all powers and authority of the Board in the management of the business and affairs of the Authority, except that such committee shall not have the power or authority to: (a) recommend to members a dissolution of the Authority, or a revocation of dissolution, (b) amend the Bylaws of the Authority, or (c) fill vacancies in the Board.

Article III--Officers

Section 1--Officers. The officers of Authority shall be elected by the Board and shall consist of a Chairperson, ~~and a Vice Chairperson, and Secretary/Treasurer.~~ The Board may also appoint a ~~Recording Secretary,~~ **a Treasurer and/or a Secretary/Treasurer,** who need not be a member of the Board. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or Bylaws to be executed, acknowledged, or verified by two or more officers.

Section 2--Nomination, Election and Term of Office. The officers of the Authority shall be elected by the Board at an annual meeting held during the second calendar quarter of each year. Candidates shall be nominated by a nominating committee composed of three members appointed by the Chairperson. The term of each office shall be for one (1) year. Each officer shall hold office until his/her successor is appointed. ~~No person shall hold the same office for more than three successive terms.~~

Section 3--Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled at any meeting of the Board for the unexpired portion of the terms of such office.

Section 4--Chairperson and Vice Chairperson. The Chairperson shall be the chief executive officer of the Authority, but he or she may from time to time delegate all or any part of his/her duties to the Vice Chairperson. He or she, or in his/her absence, the Vice Chairperson, shall preside at all meetings of the Board, her or she shall have general and active management of the business of the Authority and shall perform all the duties of the office as provided by the law or these Bylaws. He or she shall be ex-officio a member of all standing committees, and shall have the general powers and duties of supervision and management of the Authority.

Section 5—~~Secretary and Treasurer, or Secretary/Treasurer and Recording Secretary.~~ The ~~Secretary and Treasurer, or Secretary/Treasurer or Recording Secretary~~ shall attend all meetings of the Board and record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. They shall further perform all duties of the offices of Secretary/Treasurer as provided by law or these Bylaws. They shall be sworn to the faithful discharge of these duties.

Section 6--Delegation of Duties of Offices. In the absence of any officer of the Authority, or for any other reason that the Board may deem sufficient, the Board may delegate, from time to time and for such time as it may deem appropriate, the powers or duties, or any of them, of such officer to any other officer, or to any Director, provided a majority of the Board then in office concurs therein.

Section 7--Executive Committees. The Chairperson, Vice Chairperson and Secretary/Treasurer shall comprise the Executive Committee. The Executive committee may, upon a majority vote, authorize the expenditure of up to \$500 for any expense listed as an eligible item for expenditure under Public Act 381 of 1996, as amended. The Executive Committed must report any such expenditures to the Board at the next regularly scheduled Board meeting.

Article IV--Contracts, Loans, Checks and Deposits

Section 1--Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances.

Section 2--Loans/Grants. No grant or loan shall be contracted on behalf of the Authority and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board and approved by the County Commission. Such authority may be general or confined to specific instances.

Section 3--Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Authority, shall be signed by such officer or officers, agent or agents of the Authority and in such manner as shall from time to time be determined by resolution of the Board.

Section 4--Deposits. All funds of the Authority not otherwise employed shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Board may select.

Article V—Fiscal Year

The fiscal year of the Authority shall correspond at all times to the fiscal year of the County of Van Buren.

Article VI--Miscellaneous

Section 1--Seal. The Board shall provide a corporate seal which shall be the official seal of the Authority.

Section 2--Wavier of Notice. When the Board or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participation in the action to be taken submits a signed wavier of such requirements.

Article VII--Amendments

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board then in office at any regular or special meeting called for that purpose, provided that at least a thirty-day notice of the proposed alteration, amendment, or repeal is given prior to the meeting upon which the action is to be taken.

End of Bylaws
